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RECORDATION NO. 10548-C Filed 1423

January 19, 1982-021A058

JAN 21 1982 1 50 PM

INTERSTATE COMMERCE COMMISSION

No.

Date

Fee \$

JAN 21 1982

60.00

ICC Washington, D. C.

RECORDATION NO. 10548-D Filed 1420

JAN 21 1982 1 36 PM

INTERSTATE COMMERCE COMMISSION

Office of the Secretary
Division of Recordations
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C.

Re: Emons Industries, Inc.
Recordation No. 10548

Gentlemen:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. §11303, and Part 1116 of Title 49 of the Code of Federal Regulations, we request that the enclosed documents be recorded and filed by the Interstate Commerce Commission (the "Commission").

Enclosed herewith are three originals of the documents listed below. We request that one original of each document be recorded and filed in the order listed below. We request that the additional originals be stamped by your office and returned to us.

1. An Amendment, dated as of July 28, 1981, between Manufacturers Hanover Leasing Corporation ("MHLC") and the Maryland and Pennsylvania Railroad Company ("Railroad"), amending a Lease dated June 12, 1979 between MHLC and Railroad. The Lease was filed and recorded by the Commission on June 28, 1979 as Recordation No. 10548. This document should be recorded as Recordation No. 10548-C.

SLADE PELLMAN & BIEHL

Office of the Secretary
Interstate Commerce Commission
January 19, 1982
Page 2

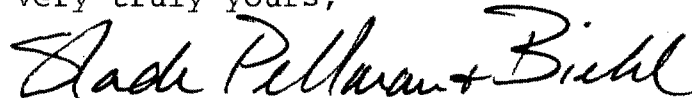
2. Security Agreement, dated as of July 28, 1981,
between MHLC and Emons Industries, Inc. This document should
be recorded as Recordation No. 10548-D.

A check in the amount of \$60 has been enclosed
with this letter of transmittal to cover the recordation fee.

Please stamp and return the enclosed copy of this
letter of transmittal.

If there are any questions with respect to the en-
closed, please telephone Michael W. Stamm at this office.

Very truly yours,

A handwritten signature in cursive script that reads "Slade Pellman + Biehl". The signature is written in dark ink and is positioned above the typed name.

SLADE PELLMAN & BIEHL

Enclosures

RECORDATION NO. 10548-C
JAN 21 1982 - 1 20 PM
INTERSTATE COMMERCE COMMISSION

10548-C

LEASE AMENDMENT

AMENDMENT, dated as of July 28, 1981, between MANUFACTURERS HANOVER LEASING CORPORATION, a New York corporation with an office at 30 Rockefeller Plaza, New York, N.Y. 10022 the ("Lessor"), and THE MARYLAND AND PENNSYLVANIA RAILROAD COMPANY, a Maryland and Pennsylvania corporation with an office at 490 East Market Street, York, Pennsylvania (the "Lessee"), to a Lease, dated June 12, 1979, between the Lessor and the Lessee (the "Lease").

WHEREAS, the Lease, together with Acceptance Supplement No. 1 thereto, have been filed with the Interstate Commerce Commission on June 28, 1979 and accorded Recordation No. 10548;

WHEREAS the Lessor and Lessee have heretofore executed and delivered one additional Acceptance Supplement and one Amendment to the Lease, which Acceptance Supplement and Amendment were filed with the Interstate Commerce Commission on the dates, and were assigned the recordation numbers, set forth below:

<u>DOCUMENT</u>	<u>RECORDATION DATE</u>	<u>RECORDATION NO.</u>
Acceptance Supplement No. 2	October 31, 1979	10548-A
Amendment dated November 11, 1980	February 19, 1981	10548-B

WHEREAS pursuant to the terms of the Lease, as supplemented and amended through the date hereof, the Lessor has leased to the Lessee certain railroad boxcars, including the forty boxcars bearing the identifying numbers set forth on Schedule A annexed hereto;

WHEREAS, the Lessee proposes to change the identifying numbers of the forty boxcars identified on Schedule A, and the Lessor and Lessee wish further to amend the Lease, as supplemented and amended to the date hereof, to reflect such change in identifying numbers.

NOW, THEREFORE, in consideration of the mutual covenants herein contained the parties hereto hereby agree that the Lease, as supplemented and amended through the date hereof, is hereby amended to reflect the assignment of the new serial numbers to forty boxcars which are subject to the Lease, all as set forth on Schedule A annexed hereto.

IN WITNESS WHEREOF, each of the parties hereto has caused this instrument to be executed in its corporate name by one of its corporate officers and its corporate seal to be hereunto affixed and attested this 28th day of July, 1981.

ATTEST:

Harmon J. Ching

MANUFACTURERS HANOVER LEASING
CORPORATION

By: *[Signature]*

Title: Vice Pres

ATTEST:

J. M. Smith
Notary

MARYLAND AND PENNSYLVANIA
RAILROAD COMPANY

By: *[Signature]*

Title: Secy & Treas.

COMMONWEALTH OF PENNSYLVANIA)

) SS.:

COUNTY OF YORK)

On the 19th day of November, 1981, before me came Smaltise, to me known, who, being by me duly sworn, did depose and say that he resides at Baldwin Md; that he is the Secy + Treas of Maryland and Pennsylvania Railroad Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Ludye Hovotins
Notary Public

MY COMMISSION EXPIRES
JANUARY 31, 1982
NEW YORK COUNTY, N.Y.

STATE OF NEW YORK)

) SS.:

COUNTY OF NEW YORK)

On the 30th day of October, 1981, before me came Philip F. Woron, to me known, who being by me duly sworn, did depose and say ~~that he resides at~~ that he is the Vice President of Manufacturers Hanover Leasing Corporation, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Kathleen Cairne
Notary Public

KATHLEEN CAIRNE
Notary Public, State of New York
No. 43-4727546
Qualified in Richmond County
Certified in New York County
Term Expires March 30, 1982

SCHEDULE A

Change of serial numbers for 41 boxcars
leased by M&P pursuant to Lease dated
June 12, 1979 with Manufacturers Hanover
Leasing Corporation, as supplemented and amended

<u>Old Serial Number</u>	<u>New Serial Number</u>
MPA 7685	CPAA 208635
MPA 7700	CPAA 208636
MPA 7701	CPAA 208637
MPA 7702	CPAA 208638
MPA 7703	CPAA 208639
MPA 7704	CPAA 208640
MPA 7705	CPAA 208641
MPA 7706	CPAA 208642
MPA 7707	CPAA 208643
MPA 7708	CPAA 208644
MPA 7709	CPAA 208645
MPA 7710	CPAA 208646
MPA 7711	CPAA 208647
MPA 7712	CPAA 208648
MPA 7713	CPAA 208649
MPA 37800	CPAA 208655
MPA 37801	CPAA 208656
MPA 7802	CPAA 208657
MPA 7803	CPAA 208658
MPA 37804	CPAA 208659
MPA 7805	CPAA 208651
MPA 7806	CPAA 208660
MPA 37807	CPAA 208661
MPA 7808	CPAA 208662
MPA 7809	CPAA 208652
MPA 7810	CPAA 208663
MPA 7811	CPAA 208664
MPA 7812	CPAA 208665
MPA 7813	CPAA 208666
MPA 37814	CPAA 208667
MPA 7815	CPAA 208668
MPA 7816	CPAA 208653
MPA 7817	CPAA 208669
MPA 37818	CPAA 208670
MPA 7819	CPAA 208654
MPA 7820	CPAA 208671
MPA 7821	CPAA 208672
MPA 7822	CPAA 208673
MPA 37823	CPAA 208674
MPA 37824	CPAA 208675
MPA 37825	